

**NORTH
AMERICAN
CAR**

NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

INTERSTATE COMMERCE COMMISSION

Edward H. Soderstrom II
General Counsel
Remarketing Service Division and
Investor Management Programs
Law Department

RECEIVED
JUN 25 3 17 PM '82

100-176AU70
FEE OPERATION BR
June 24, 1982

13680
RECORDATION NO. 13680 Filed 1025

JUN 25 1982-3 25 PM

No. JUN 25 1982
10.00

ICC Washington, D. C.

I have enclosed an original and several counterparts of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplement, a secondary document dated as of June 24, 1982.

The primary document to which this is connected is recorded under Recordation No.

The names and addresses of the parties to the document are as follows:

Bailor and
Assignee:

The Connecticut Bank and Trust Company,
as Trustee u/t/a dated as of 2/10/82 with
General Electric Credit and Leasing
Corporation
One Constitution Plaza
Hartford, Connecticut 06115

Attn: Corporate Trust Dept.

Bailee and
Assignor:

North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

A description of the equipment covered by the document follows:

- 8 - 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi), 100-ton trucks, Class LO, SN 550204-550211
- 10 - 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) 100-ton trucks, Class LO, SN 550133-550139, 550109-550111

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger presenting this document.

A short summary of the document to appear in the index follows:

Supplement dated as of June 24, 1982 to Bailment Agreement and Assignment of Leases dated as of February 10, 1982 between The Connecticut Bank and Trust Company, as Trustee u/t/a dated as of 2/10/82 with General Electric Credit and Leasing Corporation, One Constitution Plaza, Hartford, Connecticut 06115, Attention: Corporate Trust Dept., as Bailor and Assignee, and North American Car Corporation, 33 West Monroe Street, Chicago, Illinois 60603, as Bailee and Assignor, and covering the following equipment:

- 8 - 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi), 100-ton trucks, Class LO, SN 550204-550211
- 10 - 5000 cu. ft. covered hopper cars, pressure differential unloading (15 psi) 100-ton trucks, Class LO, SN 550133-550139, 550109-550111

Very truly yours,



Edward H. Soderstrom II

EHS:bmt
Enclosures

JUN 25 1982-3 25 PM

SUPPLEMENT, dated as of June 25, 1982, to the BAILMENT AGREEMENT AND ASSIGNMENT OF LEASES, dated as of February 10, 1982 (the "Assignment"), between THE CONNECTICUT BANK AND TRUST COMPANY, acting not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement, dated as of February 10, 1982, with General Electric Credit And Leasing Corporation, a Delaware corporation ("GECC"), and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("NACC"):

WHEREAS, NACC and the Trustee desire to add the units of railroad equipment referred to in Schedule A hereto (the "Equipment") to the Assignment;

WHEREAS, NACC and the Trustee desire to assign the leases referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual covenants and promises contained herein and in the Assignment, the Trustee and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by reference in the Assignment are incorporated herein by reference to the same extent as if set forth herein, except as herein otherwise provided.

1.02. In the event of any discrepancy between the provisions of this Supplement and the provisions of the Assignment, the provisions of the Assignment shall control and the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

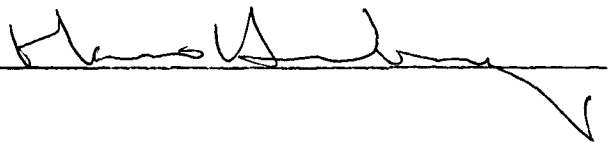
2.01. The Assignment is hereby supplemented to add the Leases and the Equipment thereto.

Article III. Representation and Warranties


3.01. The representations, warranties and covenants of NACC in the Assignment are true and correct on and as of the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and the Trustee have
executed this Supplement as of this 24th day of June ,
1982.


NORTH AMERICAN CAR CORPORATION

By 



By 

THE CONNECTICUT BANK AND TRUST
COMPANY, acting not in its individ-
ual capacity but as Trustee under
a Trust Agreement, dated as of
February 10, 1982, with General Elec-
tric Credit and Leasing Corporation

By 

ATTEST:

By 

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 24th day of June, 1982, before me personally appeared *Harold Wong*, to me personally known, who, being by me duly sworn, says that he is a *Director - Investor Management Programs* of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anna Chornodolsky
Notary Public

[NOTARIAL SEAL]

ANNA CHORNODOLSKY
NOTARY PUBLIC, State of New York
Qualified in Bronx County
Bronx Co. Clk's No. 03-4758699
Certificate Filed in
New York Co. Clk's
Commission Expires March 30, 1984

STATE OF NEWYORK)
: SS.:
COUNTY OF NEWYORK)

On this 24th day of June, 1982, before me personally appeared CLARK M. WHITCOMB, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet A. Mele
Notary Public

JANET A. MELE
NOTARY PUBLIC, State of New York
Qualified in Bronx County
Bronx County Clerk's No. 03-4758698
Certificate Filed in New York Co. CL's
Commission Expires March 30, 1984



ANNEX A

<u>Description of Equipment (Including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
5000 cubic foot covered hopper cars, pressure differential unloading (15 PSI), 100-ton trucks, Class LO	8	NAHX 550204-550211	550204-550211
5000 cubic foot covered hopper cars, pressure differential unloading (15 PSI) 100-ton trucks Class LO	10	NAHX 550133-550139, 550109-550111	550133-550139, 550109-550111

ANNEX B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>[ICC Record- ation number]*</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (Including AAR Designation)</u>
Car Leasing Agreement 6960 (dated 9-24-75) Rider No. 32 (dated 5-27-82)	NAHX	550204-550211	550204-550211	5000 cubic foot covered hopper cars, pressure differential unloading (15 PSI) 100 ton trucks, Class LO.
Car Leasing Agreement 7196 (dated 3-7-75) Rider NO. 30 (dated 5-24-82)	NAHX	550133- 550139, 550109- 550111	550133- 550139 550109- 550111	5000 cubic foot covered hopper pressure differen tial unloading (15 PSI), 100-ton trucks, Class LO

* If applicable.